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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:) Case No. 08-35653 (KRH)
)
CIRCUIT CITY STORES, INC., et al.,) Chapter 11
)
Debtors.) (Jointly Administered)
)

**STIPULATION BETWEEN ALFRED H. SIEGEL, AS TRUSTEE OF
THE CIRCUIT CITY STORES, INC. LIQUIDATING TRUST AND
AMERICAN POWER CONVERSION CORP. TO CONSOLIDATE
OBJECTION TO CLAIM WITH PENDING ADVERSARY PROCEEDING**

It is hereby stipulated by and between Alfred H. Siegel, the duly appointed trustee of the Circuit City Stores, Inc. Liquidating Trust (the “Trustee”) and American Power Conversion Corp. (“American Power”) as follows:

WHEREAS, on February 2, 2009, Proof of Claim No. 11087 filed by American Power in the chapter 11 cases of Circuit City Stores, Inc., *et al.* (the “Debtors”) was received by the Kurtzman Carson Consultants, LLC, the Debtors’ claims agent.

WHEREAS, June 3, 2009, the Debtors filed the *Debtors’ Eighth Omnibus Objection to Certain Late Claims* (the “Eighth Omnibus Objection”) [Docket No. 3507] in which it objected to Claim No. 11087 as being filed after the January 30, 2009 bar date.

WHEREAS, on June 26, 2009, American Power filed its *Response of American Power Conversion Corp. to Debtors’ Eighth Omnibus Objection to Certain Late Claims* (the “Response”) [Docket No. 3818].

WHEREAS, on November 10, 2010, the Trustee filed *The Liquidating Trustee’s Complaint to Avoid and Recover Preferential Transfers and Other Amounts Owing to the Estate and Objection to Claim No. 11087* (the “Complaint”) initiating an adversary proceeding, designated Adversary Proceeding No. 10-03694 (the “Adversary Proceeding”), against American Power seeking recovery of a preferential transfer and other amounts owing the estates and objecting to Claim No 11087 as being late filed, overstated, and on the basis set forth in 11 U.S.C. § 502(d).

WHEREAS, the late filed objection to Claim No. 11087 is common to both the Eighth Omnibus Objection and the Adversary Proceeding.

WHEREAS, the Trustee and American Power would like to avoid any unnecessary duplication with respect to Claim No. 11087, the Eighth Omnibus Objection, the Response and the Complaint.

WHEREAS, in the interest of judicial economy and in an effort to contain legal expense, the Trustee and American Power have agreed to consolidate the Eighth Omnibus Objection as it relates to Claim No. 11087, the Response, and the Complaint, for all purposes.

IT IS THEREFORE STIPULATED AND AGREED as follows:

1. The Eighth Omnibus Objection solely as it relates to Claim No. 11087, the Complaint, and the Response are hereby consolidated for all purposes, and shall be deemed to constitute a single adversary proceeding under Adversary No. 10-03694; and
2. This Stipulation shall be effective upon entry of an order by the United States Bankruptcy Court for the District of Eastern District of Virginia approving the Stipulation.

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/s/ Lynn L. Tavenner

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